

International Allied Missions *Policies and Procedures*

Revision #3 (08/08/08)

Bylaws of International Allied Missions, Inc.

Article I. NAME and PURPOSE

Section 1: The name of the organization shall be International Allied Missions (I.A.M)

Section 2: The International Allied Missions (I.A.M), Inc. is organized exclusively for charitable purposes—more specifically for helping established ministers in third world countries and poor areas of the United States, to bring together resources to restore hope, dignity, wellness, and meet basic human needs.

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II. SEAL AND FISCAL YEAR

Section 1: Seal. The organization will not use a seal. The signature of the name of the organization by a duly authorized person shall be legal and binding.

Section 2: Fiscal Year. The fiscal year of the organization shall be the calendar year.

Article III. MEMBERSHIP

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Section 1: Membership shall consist only of the members of the Board of Directors.

Article IV. MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. The President or the Executive Committee may call special meetings.

Section 3: Notice. Notice of each meeting shall be given to each voting member by mail not less than ten days before the meeting.

Article V. BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization, but delegate's responsibility for day-to-day operations to the organization director and committees. The Board shall have up to fifteen and not fewer than four members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly at an agreed upon time and place. The Executive Committee shall meet monthly at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors. Nominations must be submitted 2 weeks prior to the annual meeting.

Section 4: Terms. All Board members shall serve two-year terms, but are eligible for re-election.

Section 5: Quorum: A quorum must be attended by a majority of the Board members before business can be attended or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have a written notice 10 days in advance.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer.

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, Secretary and Treasurer.

The Vice President will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, and distributing copies of minutes to each Board member.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary 2 weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignations, Terminations, and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

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Article V: COMMITTEES

- Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The Board President appoints all committee chairs.
- Section 2: The Executive Committee. The Executive Committee will be made up of the organization's officers (President, Vice President, Secretary, and Treasurer). Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- Section 3: Finance Committee. The Treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Article VI: AMENDMENTS

- Section 1: These bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

The Bylaws were approved at a meeting of the Board of Directors of International Allied Missions, Inc. on August 17, 2008.
